

RECORDATION NO. 6814-JJ Filed 2 Recorded 2

DEC 2 1975-10 25 AM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

C E R T I F I C A T E

The undersigned, Helen Joy Krug, a Notary Public
in and for said County, states that she compared the attached copy
of the Bill of Sale dated the 26th day of November, 1975,
from Union Tank Car Company to The First National Bank of Chicago
with the original document, and certifies that it is a true and
correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed
her signature and notarial seal this 26th day of November,
1975.

Helen Joy Krug
Notary Public

My Commission Expires July 10, 1976

BILL OF SALE

Union Tank Car Company

to

The First National Bank of Chicago, as Trustee
under Equipment Trust Agreement dated as of
September 15, 1972

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable considerations, the receipt whereof is hereby acknowledged, Union Tank Car Company, a Delaware corporation (herein the "Company"), has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver, unto The First National Bank of Chicago, as Trustee under that certain Equipment Trust Agreement dated as of September 15, 1972 (the "Trust Agreement"), between the Company and said The First National Bank of Chicago, -768 railroad cars (herein the "cars"), each identified with the initials UTLX (unless otherwise indicated), and more fully described in Schedule A attached hereto and hereby incorporated herein and made a part hereof.

The Company hereby warrants title to the cars is free from all liens and encumbrances (including any leasehold interest therein) other than the rights of the Company under the Trust Agreement.

TO HAVE AND TO HOLD the cars unto The First National Bank of Chicago, Trustee, and its successors and assigns, forever.

IN WITNESS WHEREOF, Union Tank Car Company has caused this instrument to be duly executed by its proper corporate officers thereunto duly authorized and its corporate seal to be hereunto affixed and attested this 26th day of November, 1975.

UNION TANK CAR COMPANY

By A. B. Browder
Vice President

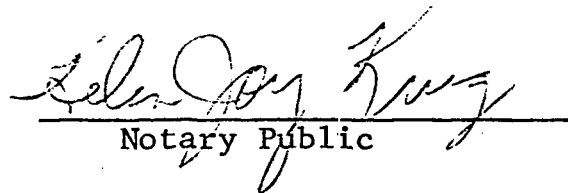
(CORPORATE SEAL)

ATTEST:

W. B. Moore
Assistant Secretary

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 26th day of November, 1975, before me a Notary Public in and for said County, personally appeared W. B. Browder and W. B. Moore, to me personally known, who being by me duly sworn did say that they are a Vice President and an Assistant Secretary, respectively, of Union Tank Car Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said W. B. Browder and W. B. Moore acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires July 10, 1976

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A.A.R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
400	BOX CAR	70 TON	BCIT841101, BCIT841105 BCIT841109-BCIT841110 BCIT841113 BCIT841117 BCIT841121 BCIT841130 BCIT841135 BCIT841140-BCIT841147 BCIT841153-BCIT841160 BCIT841179 BCIT841210 BCIT841223-BCIT841224 BCIT841228 BCIT841230-BCIT841599
12	COVERED HOPPER	2,100 CUFT	UNPX121658-UNPX121669
26	TM	20,000	439,490,505,508,552,557,603 615-616,638,653,40330-40344
4	TM	25,400	42986-42989
5	TM	25,650	40357-40361
4	TMI	15,000	78063-78064,78082,79401
1	TMI	15,500	78077
452	TOTAL		

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A.A.R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	TA	12,300	12802
35	TM	13,500	70037-70071
25	TM	14,500	12425-12449
43	TM	17,000	72189-72201, 72316-72320 72322-72327, 72329-72339 72341-72343, 72366-72368 76002, 78104
6	TM	20,000	72547, 72942, 74666, 75887 76219, 76400
86	TM	23,500	71400-71449, 74244-74246 74249, 74254-74279 74281-74284, 74495-74496
4	TM	26,000	57877, 57879-57881
1	TM	26,700	76930
50	TM	30,000	40704-40752, 40754
13	TP	17,300	27962-27973, 27975
39	TP	26,000	37226-37239, 37241-37249 37379, 37384, 37390-37394 37396-37404
13	TP	26,700	30066, 30068-30079
316	TOTAL		
768			